

**UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

SCANSOFT, INC.,

Plaintiff,

v.

VOICE SIGNAL TECHNOLOGIES, INC.,
LAURENCE S. GILLICK, ROBERT S.
ROTH, JONATHAN P. YAMRON, and
MANFRED G. GRABHERR,

Defendants.

C.A. No. 04-10353-PBS

AFFIDAVIT OF LARS FJELDSOE NIELSEN

I, Lars Fjeldsoe Nielsen, hereby depose on oath and state as follows:

1. I am Vice President of Market Development for Europe for Defendant Voice Signal Technologies, Inc. ("Voice Signal"). In this position, my primary responsibility is to develop Voice Signal's European market. To this end, I have developed extensive knowledge regarding Voice Signal's European business development and strategy, sales activities and customer relationships.

2. Given my exposure to Voice Signal's confidential proprietary information, I was required to execute upon commencement of employment Voice Signal's so-called Proprietary Information and Inventions Agreement, which contains, among other things, a one-year non-compete provision. A true and accurate copy of my executed agreement, dated September 28, 2006, is attached hereto as Exhibit A.

3. In the past couple months, I have received two phone calls from recruiters apparently looking to fill management positions in Europe for Nuance. In particular, I was told

by one of the recruiters that Nuance was looking for a general manager to run its European division, and that I was “perfectly suited” for the position. I was even offered a salary over £100,000.

Signed under the pains and penalties of perjury this 7th day of February, 2007.

/s/ Lars Fjeldsoe Nielsen
Lars Fjeldsoe Nielsen

CERTIFICATE OF SERVICE

I hereby certify as follows:

1. This document filed through the ECF system will be sent electronically to the registered participants in the Notice of Electronic Filing (NEF) and paper copies will be sent to those indicated as non-registered participants on February 7, 2007.

2. On February 7, 2007, a true and correct copy of this document and the accompanying pleadings was served by hand to Rebecca L. Hanovice, Esq. of Bromberg & Sunstein LLP, 125 Summer Street, Boston, MA 02111.

/s/ Sarah C. Columbia
Sarah C. Columbia